

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re DELPHI CORPORATION, <u>et al.</u> , Debtors

Chapter 11

Case No. 05-44481 (RDD)

(Jointly Administered)

AFFIDAVIT OF NON-LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF WISCONSIN

)

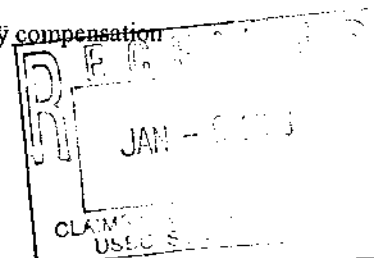
) ss:

COUNTY OF WAUKESHA

)

, being duly sworn, deposes and says:

1. I am the Chief Financial Officer, Secretary Treasurer and a Vice President of Jefferson Wells International, Inc. ("JW") which firm maintains a principal office at 200 S. Executive Drive, Suite 440, Brookfield, WI 53005.
2. Neither I, George P. Herrmann, nor any executive, director, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession ("the Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
3. "JW", has represented and advised the Debtors in Internal Audit and Accounting Operations Assistance with respect to a broad range of aspects of the Debtors' business.
4. The Debtors have requested, and "JW" has agreed, to continue to represent and advise the Debtors pursuant to section 327(a) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and JW proposes, to render the following services to the Debtors:
Internal audit and accounting operations assistance
5. "JW"'s current fees arrangement is hourly \$85-\$100 per professional, plus expenses.
6. Except as set forth herein, no promises have been received by "JW" or any executive, director, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.
7. "JW" has no agreement with any entity to share with such entity any compensation



received by "JW".


8. "JW" and its executives, directors, auditors, and other members may have in the past represented, currently represented, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. "JW" does not and will represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any relationship with any such entity, attorney, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, "JW", nor any executive, director, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which "JW" is to be engaged.

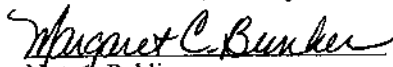
10. In view of the foregoing "JW" is a "disinterested person" within the meaning of section 10(14) of the Bankruptcy Code.

11. The foregoing constitutes the statement of "JW" pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT


George P. Herrmann
CFO / Vice President-Finance

Subscribed and sworn before me
This 5 day of January, 2006


Notary Public

My Commission expires April 12, 2009

GODFREY & KAHN
780 N. Water Street
Milwaukee, Wisconsin 53202
(414) 273-3500
Marie Nienhuis (MN-2145)

*Attorneys for Jefferson Wells International,
Inc.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	x
In re	: Chapter 11
	:
DELPHI CORPORATION, <i>et al.</i> ,	: Case No. 05-44481 (RDD)
	:
Debtors.	: (Jointly Administered)
-----	x

AFFIDAVIT OF SERVICE

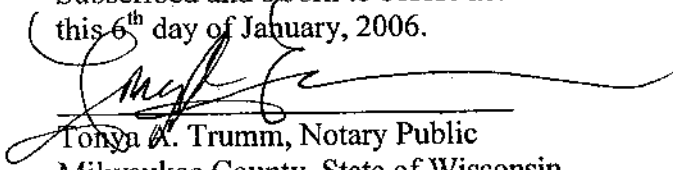
STATE OF WISCONSIN)
)SS
COUNTY OF MILWAUKEE)

The undersigned, being first duly sworn, deposes and states that on January 6, 2006, she caused a copy of the *Affidavit of Non-Legal Ordinary Course Professional* to be mailed by overnight mail, postage prepaid, to the parties on the attached **Exhibit A**.



MARY E. ROUFUS

Subscribed and sworn to before me
this 6th day of January, 2006.



Tonya A. Trumm, Notary Public
Milwaukee County, State of Wisconsin
My Commission is permanent.

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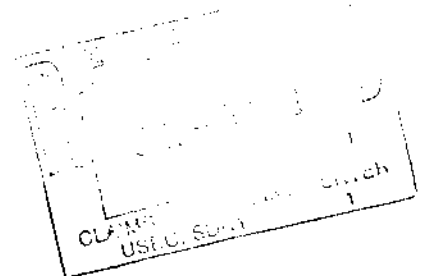


Exhibit A

Hon. Robert D. Drain
One Bowling Green
Court Room 610
New York, NY 10004-1408

General Counsel
Delphi Corporation
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Clerk of Court
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